

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York, 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 1641
(ROOT INTERNATIONAL, INC., D/B/A CASES2GO)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Root International, Inc., d/b/a CASES2GO ("Root") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 1641 (Root) and agree and state as follows:

WHEREAS on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS Root filed proof of claim number 1641 against Delphi on January 23, 2006, which asserts an unsecured non-priority claim in the amount of \$7,218.00 (the "Claim") stemming from goods shipped by Root to Delphi Medical.

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, (c) Untimely Claims And (d) Claims Subject To Modification (Docket No. 6968) (the "Ninth Omnibus Claims Objection"), which was filed on February 15, 2007.

WHEREAS on March 15, 2007, Root filed its Response To Notice Of Objection To Claim (Docket No. 7292) (the "Response").

WHEREAS on May 4, 2007, to resolve the Ninth Omnibus Claims Objection with respect to the Claim, Delphi Medical Systems Colorado ("Delphi Medical") and Root entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, Delphi Medical acknowledges

and agrees that the Claim shall be allowed against Delphi Medical in the amount of \$7,218.00.

WHEREAS Delphi Medical is authorized to enter into the Settlement Agreement either because the Claims involve ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

THEREFORE, the Debtors and Root stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$7,218.00 and shall be treated as an allowed general unsecured non-priority claim against the estate of Delphi Medical.
2. Root shall withdraw its Response to the Ninth Omnibus Objection.

So Ordered in New York, New York, this 10 day of May, 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John Wm. Butler, Jr.

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606-1285
(312) 407-0700

- and -

Kayalyn A. Marafioti
Thomas J. Matz
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

/s/ Diane V. Kuenzel

Diane V. Kuenzel
KUENZEL & LUTES, P.A.
4111 Land O'Lakes Boulevard, Suite 302-D
Land O'Lakes, Florida 34639
(813) 996-7710

Attorneys for Root International, Inc., d/b/a
CASES2GO